

# **EXHIBIT A**



Via Electronic Mail and United States First Class Mail

Jake Wood  
Chief Executive Officer  
Team Rubicon  
300 North Continental Boulevard  
Suite 150  
El Segundo, California 90245

Dear Jake,

At the direction of the TRG Board of Directors I am providing this letter. As you know, I have resigned as TRG CEO. All future correspondence on TRG matters should be provided to Geoff Trukenbrod and Adam Szafran.

We received your letter of October 9, 2019, in which you inform Team Rubicon Global, Ltd. (TRG), that it is in material breach of the Team Rubicon Master Trademark License Agreement, dated October 9, 2015, pursuant to Section 13(b)(iv). Section 13(b)(iv) provides that a material breach of the agreement is the “**Licensee’s misconduct** which materially and adversely impacts the Licensed marks or the associated goodwill” (emphasis added). You state further that it is our “failure to timely and fully resolve this grave misconduct has and will continue to materially and adversely impact the Team Rubicon brand and associated goodwill.” The misconduct you refer to are the allegations against the Chief Executive Officer of Team Rubicon UK and Team Rubicon Australia as outlined in memoranda dated August 28, 2019, and provided to us on or about September 6, 2019. In a letter accompanying the report, you requested that TRG perform the following tasks:

1. Immediately censor the CEOs from all ongoing and future USA activities and locations;
2. Timely terminate the CEOs for cause and in compliance with applicable local law;
3. Forbid Team Rubicon Global and the UK and AUS Organizations from contacting the Victim, or any witness to the subject conduct (excluding the CEOs, who can be interviewed) for the protection of such individuals; and
4. Require that the UK and AUS Organizations retrain its paid, “titled” or regular volunteers on harassment prevention.





On October 9, 2019, thirty-three days later, you sent your October 9, 2019, letter described above informing TRG that it was in material breach presumably for not executing the four directives stated in the September 6, 2019, letter with sufficient dispatch.

As you know, Team Rubicon UK and Team Rubicon Australia are independent organizations over which TRG can exercise no corporate control. It therefore cannot terminate the Chief Executive Officers of either entity, and so Request No. 2 is impossible. TRG, however, completed the remaining requests immediately after receiving your September 6, 2019, letter.

As you know, no employee or representative of Team Rubicon Global, Ltd., is alleged to have participated in the allegations contained in your August 28, 2019, reports. Indeed, it did not even sponsor or organize the events at issue. TRG was not invited to participate in the investigation of the alleged breach and was only provided summary reports of the activities. TRG has not been provided any direct evidence of the allegations. TRG has been closely monitoring and reacting to the internal investigations of the allegations by Team Rubicon UK and Team Rubicon Australia. We have been informed that Team Rubicon has only provided the August 28, 2019, summaries to Team Rubicon UK and Team Rubicon Australia despite repeated requests for additional information and evidence. Team Rubicon Australia has indicated that it needs more time to comply with TRUSA's demands. TRG has acted with haste, diligence and purpose, in investigating the allegations.

We understand that the reports are not public and that Team Rubicon intends to keep them confidential. Certainly, TRG's efforts to address the issues raised in your September 6, 2019, letter are non-public, and will remain so. As they are non-public and will remain so, there cannot be nor will there be in the foreseeable future any material adverse impact on the Team Rubicon brand and associated goodwill.

Accordingly, while TRG disagrees that it is in material breach of the Team Rubicon Master Trademark License Agreement, it is nonetheless interested in continuing to work with you to resolve this matter amicably.

We look forward to your continued cooperation with regard to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "S. Hunt", written over a horizontal line.

Stephen Hunt  
Chief Executive Officer

